

FOUNDING STATUTES  
of the Ergo Foundation  
located in (...), Switzerland

## **Article 1: Name and Location**

### **1. Name**

The Foundation goes by the name: **Ergo Foundation**. In communications to the outside world, it may also be referred to as **the Ergo Project**.

### **2. Location**

The Foundation is located in (...), Switzerland

## **Article 2: Purpose and Goals**

1. The promotion of use, adoption and development of Free and Open Source software, Open Standards and Free Culture, in light of the greater good for society, by any means necessary,
2. The identification and solidification of opportunities and chances in the Free and Open Source software industry that, for whatever reason, are not or will not be solidified by its peer organizations and/or other stakeholders,
3. The successful implementation of Free and Open Source software philosophy in legacy industries including, but not limited to, the Healthcare and Education industries,
4. The successful implementation and execution of a sustainable business model, morally and ethically in compliance with the Free Software philosophy through the providing of guidance and through a formalized, official entity,
5. The creation, maintenance, and development of platforms to aid potential and existing participants in the Free and Open Source software, Open Standards and Free Culture ecosystems, catalyzing, sustaining and

expanding participation and collaboration in Free and Open Source software, Open Standards and Free Culture common interests,

6. The Foundation does not intend to make any monetary profits.

### **Article 3: Means**

1. The Foundation will pursue its goals through, amongst others;
  - a) utilizing the existing human and intellectual capital available in the Free and Open Source software, Open Standards and Free Culture ecosystems,
  - b) the formation, development, implementation and communication of innovative technology, plans, propositions, ideas and strategies,
  - c) the formation, development, implementation and communication of sustainable business models, plans and strategies, morally and ethically in compliance with the Free Software philosophy,
  - d) ...

### **Article 4: Capital**

1. The Foundation's financial capital will be spent only to pursue the purpose and goals as stated in these statutes,
2. The Foundation's financial capital can be expanded through;
  - a) financial contributions from those who sympathize with the goals of the Foundation,
  - b) financial contributions of those in whose interest the Foundation is working,
  - c) subsidies and grants,

- d) inheritances and gifts,
  - e) revenue from the Foundation's activities,
  - f) all other financial income.
3. Inheritances are only accepted by the Foundation under benefit of inventory.

## **Article 5: Organizational Structure**

1. The Council will hold ultimate authority, responsibility and legal liability as well as representative rights over the Foundation,
2. The Executive Board will be delegated the responsibilities for the Foundation's day-to-day operations,
3. The Foundation maintains by-laws in the form of publicly available documents, sanctioned by the Council and/or the Executive Board;
  - a) Only the Council may sanction by-laws related to the organizational structure and governance model if and when such by-laws are related to the Council and/or Executive Board,
  - b) The Executive Board may sanction any other by-laws.

## **Article 6: Council**

### **1. Authority of the Council**

- a) The Council will be responsible for the direction and ongoing complications of the Foundation, to the extent conform with legal regulations.
- b) The Council is authorized to delegate tasks and responsibilities to person(s), business(es), administrative or executive committee(s), regardless of the composition of such body, provided the ultimate responsibility for and oversight over such duties and powers remains with

the Council.

## **2. Number of Seats on the Council**

- a) The minimum number of seats on the Council is three (3), and the maximum number of seats on the Council is fifteen (15), until the maximum number of seats on the Council is adjusted by the Council, through the acceptance of an amendment to this constitution,
- b) A reduction in the number of seats on the Council will lead to immediate reduction in the number of Council members, should a seat be removed currently still occupied by an existing Council member,
- c) The Council shall have at least a President, a Secretary, and a Treasurer,
- d) The Foundation by-laws shall describe the number of seats on the Council pursuant of Article 6, Section 2, Part a.

## **3. Appointment of Council Members**

- a) The members of the Council are appointed by the Council members,
- b) Appointed members of the Council may remain seated on the Council indefinitely.

## **4. Resignation**

- a) A Council member may resign by written notice to the President, the Secretary or the Council, effective at the time such written notice is received, or at the time set in such notice of resignation,
- b) If the notice specifies a later time, the Council may directly appoint a successor.

## **5. Suspension and Dismissal**

Members of the Council may be suspended or dismissed, with or without cause or explanation thereof, through a two-third majority vote of the Council.

## 6. Vacancies

- a) Vacant seats on the Council shall be fulfilled as soon as possible.
- b) A vacancy or multiple vacant seats on the Council will be assumed to exist in the event of death, resignation or dismissal of a Council member, or by increasing the number of seats on the Council, or if there are fewer Council members than seats available, as specified in the Foundation's by-laws.

## 7. Compensation & Fees

Board members may receive compensation for their services, and reimbursement for expenses incurred under the conditions and to the extent determined by the Board.

## 8. Governing Bodies and Committees

The Council may delegate tasks and responsibilities to other boards and/or committees, except:

- a) the appointment of new members to the Council of the Foundation,
- b) the level of compensation and reimbursement of members of the Council, the Executive Board,
- c) changes in or additions to these statutes,
- d) official or legal representation of the Foundation,
- e) the expenditure of funds for the promotion of an eligible candidate for one of the positions available in the Council or one of its boards or committees, if there are more candidates available than the number of elective positions.

## 9. Council Members

Council members are;

- a) Jeroen Alexander van Meeuwen, President,
- b) Fabian Affolter, Secretary,
- c) ..., Treasurer

## **Article 7: Executive Board**

### **1. Authority of the Executive Board**

The Executive Board will be responsible for the day-to-day operations of the Foundation, including but not limited to;

- a) finances, accounting and budgetary aspects,
- b) institution and management over governing bodies,
- c) overseeing elections,
- d) organizing events,
- e) infrastructure,
- f) project management and development,

The authority of the Executive Board does not include the ability to change the organizational aspects of the Foundation described in this constitution.

### **2. Number of Seats on the Executive Board**

- a) The minimum number of seats on the Executive Board is three (3), and the maximum number of seats on the Executive Board is nine (9), until the maximum number of seats on the Executive Board is adjusted by the Council, through the acceptance of an amendment to this constitution,
- b) The Foundation by-laws shall describe the number of seats on the Executive Board pursuant of Article 6, section 2, part a.

### **3. Election of the Executive Board Members**

- a) The members of the Executive Board are elected bi-annually,
- b) The Executive Board determines the restrictions to electorate, if any, the methodology used for voting, and vote counting, after which such determination must be acknowledged and accepted by the Council,
- c) Members elected to the Executive Board may remain seated on the Executive Board for two (2) years,
- d) The Executive Board chooses the Chair, Secretary and Treasurer from amongst themselves,

### **4. Term**

- a) The members elected in to the Executive Board may remain on the Executive Board for as long as two (2) years after their election,
- b) The members elected in to the Executive Board may resign at any given freaking moment,

### **5. Resignation**

### **6. Suspension and Dismissal**

### **7. Vacancies**

## **Article 8: Meeting Protocol**

### **1. Participation**

Council and Executive Board members may participate in meetings through any protocol, provided the meeting Secretary can verify the authenticity of the participating members,

### **2. Regular Meeting Dates, Times and Intervals**

The Council and Executive Board each by themselves as well as combined,

will meet at dates, times and intervals as is convenient and agreed upon, but at least once per quarter,

### **3. Special Meetings**

Special meetings for any purpose which may be convened by any officer of the body or two (2) other board members.

### **4. Notice and Invitation to Special Meetings**

Notice of time, date, place and invitation to all meetings of the Council and Executive Board other than the regular meetings as defined in section 2 of this article will be sent to all participants at least 48 hours before the start of the meeting.

### **5. Written Communication without Meeting**

Council and Executive Board members may exchange written communication as part of a meeting, such as voting or motioning, provided the Secretary is capable of verifying the sender's authenticity.

### **6. Organization**

The President of the Foundation will act as Chair in Council meetings, or in his absence, the remaining Council members will appoint one of them as Chair for the meeting.

The Secretary of the Foundation will act as Secretary in Council meetings, or in his absence, the remaining Council members will appoint one of them as Secretary for the meeting.

## **Article 6: Officers, Governing Bodies & Committees**

### **1. Governing Bodies**

In accordance with the provisions of Article 5, paragraph 14, the Council is to delegate tasks and responsibilities to governing bodies and committees, which shall report to and be monitored by the Executive Board on behalf of



the Council.

## **2. Composition of Governing Bodies**

The composition of a Committee, as governing body, will consist of at least a Chair and a Secretary.

## **3. Officers**

An officer, as a member of any governing body, may simultaneously fulfil multiple positions across multiple governing bodies, except for the positions of President, Chair, **Secretary** and Treasurer, which shall not be combined across all governing bodies.

## **4. Election of Officers**

All officers in the Foundation, in any governing body except the Council, will be elected and appointed by the Council, or be elected in a manner determined by the Executive Board.

## **5. Compensation and Reimbursement of Officers**

Officers of the Foundation may receive compensation for their services, and reimbursement for expenses incurred under the conditions and to the extent determined by the Council.